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COMPANIES FORM No. 395

00400041/10

Particulars of a mortgage or charge

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

5111

04806063

Name of company

* MEDIA DEPOSITS LIMITED, registered office 3 Fitzhardinge Street, London W1H 6EF (the "Company")

Date of creation of the charge

27th July 2004

Description of the instrument (if any) creating or evidencing the charge (note 2)

CHARGE OVER CASH DEPOSIT AND ACCOUNT (the "Charge")

Amount secured by the mortgage or charge

As a continuing security for the payment and discharge by the Borrowers and the Lessee (as the case may be) of all monies, obligations and liabilities whatsoever whether for principal, interest or otherwise in whatever currency which may now, or at any time in the future, be due, owing or incurred by the Borrowers to the Bank under or in connection with, Loan Agreements or by the Company to the Lessor under the Film Lease (the "Secured Sums") on each date on which any payment in respect thereof becomes due (whether on scheduled maturity, by acceleration or otherwise).

Names and addresses of the mortgagees or persons entitled to the charge

Societe Generale (London Branch) (the "Bank"), SG House, 41 Tower Hill, London

Postcode EC3N 4SG

Presentor's name address and reference (if any):

CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London
EC1A 4DD

EMH/OX9507.178/21072440

Time critical reference

For official Use
Mortgage Section

Post room



L02
COMPANIES HOUSE

0126
28/07/04

CHFP025

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

*insert full name of Company

Please return via
CH London Counter

Short particulars of all the property mortgaged or charged

By way of first fixed charge the Deposit and the debts represented by the Deposit to the intent that the Deposit shall not be released to the Company until the Secured Sums have been unconditionally and irrevocably paid and discharged in full.

NEGATIVE PLEDGE

The Company shall not assign, transfer or otherwise dispose of the Deposit nor create or permit to subsist any Security Interest thereon, except for the Security Interest created by the Charge.

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

None

Signed CMS Cameron McKeune Date 27th July 2004
On behalf of XXXXXXXXXXXXXXXXXXXX [company] [mortgagor/chargee]

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
(a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
(b) procuring or agreeing to procure subscriptions, whether absolute or conditional,
for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

**Particulars of a mortgage or charge
(continued)**Please do not
write in this
binding marginContinuation sheet No _____
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

04806063

Name of Company

MEDIA DEPOSITS LIMITED, registered office 3 Fitzhardinge Street, London
W1H 6EF (the "Company")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

"Account Bank": the bank with which the Company maintains the Security Account which unless the Bank otherwise agrees in writing shall be the Bank or an institution within the same group of Companies as the Bank;

"Borrowers": the partners for the time being of the Lessor each of whom has entered into a Loan Agreement with the Bank;

"Deposit": the monies credited, from time to time, to the Security Account together with all entitlements to interest, the right to repayment and other rights and benefits accruing thereto or arising in connection therewith;

"Film": the film entitled "Something Borrowed";

"Film Lease": the film lease entered into on 2nd April 2004 between the Lessor and the Lessee (as amended by the Lease Amendment Agreement) in relation to the Film;

"Lease Amendment Agreement": the agreement dated on or about the date of the Charge between the Lessor, the Lessee and the Bank;

"Lessee": the Company acting in its capacity as lessee under the Film Lease;

"Lessor": The Whistler Film Partnership acting in its capacity as lessor under the Film Lease and shall for the avoidance of doubt include the Bank as assignee of the benefit of the Film Lease and the person entitled to the benefit of the payment obligations of the Lessee thereunder;

"Loan Agreements": the loan agreements entered into by the Bank and the Borrowers whereby the Bank agreed to grant loan facilities in the maximum aggregate amount of £4,156,698.02 to the Borrowers in relation to the Film;

"Security Account": account number 01001344, Sort Code 23-63-91 maintained by the Company with the Account Bank and all rights of the Company in relation thereto;

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type, or
bold block lettering

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
legibly, preferably
in black type, or
bold block lettering

Please complete
legibly, preferably
in black type, or
bold block lettering

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 04806063

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CASH DEPOSIT AND ACCOUNT DATED THE 27th JULY 2004 AND CREATED BY MEDIA DEPOSITS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE BORROWERS AND THE COMPANY TO THE BANK AND LESSOR UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th JULY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd AUGUST 2004.

C. a



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —